

2-023A029

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

• 17683

January 22, 1992

RECORDATION NO. \_\_\_\_\_ FILED 1428

JAN 23 1992 -3 22 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of December 9, 1991 between the following parties:

Lessor: Helm-Pacific Leasing  
One Embarcadero Center Suite 3500  
San Francisco, CA 94111

Lessee: SouthRail Corporation  
111 East Capital Street Suite 500  
Jackson, MS 39201

The equipment involved in this transaction is as follows:

Equipment: (60) Covered Hoppers  
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$16 is enclosed. Thank you.

Sincerely,

*Karen Rahnasto*

Karen Rahnasto  
Fleet Operations Administrator

Enclosures

masters\icc\LEASE F

JAN 23 3 11 PM '92

Interstate Commerce Commission

Washington, D.C. 20423

1/24/92

OFFICE OF THE SECRETARY

Karen Rahmasto

Fleet Operations Administration

Helm Financial Corporation

One Embarcadero Center

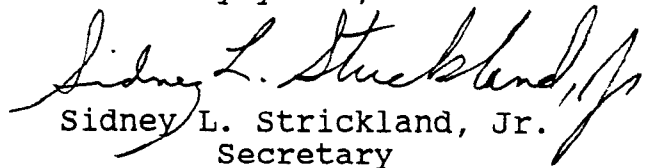
San Francisco, California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/23/92 at 3:20pm, and assigned recordation number(s).

17683

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

RECORDATION NO. 17683  
JAN 23 1992 - 3:40 PM  
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of December 9, 1991 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessor"), and SouthRail Corporation, a Delaware Corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor has the right to Lease the covered hopper railcars, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 9th day of December 1991.

LESSOR

HELM-PACIFIC LEASING

By: Helm Pacific Corporation  
its Joint Venturer

By: [Signature]

Title: President

By: Union Pacific Venture  
Leasing Corporation  
its Joint Venturer

By: D. Chevrolet Lewis

Title: Pres - UPR

LESSEE

SOUTHRAIL CORPORATION

By: [Signature]

Title: V.P. Marketing

GUARANTOR

MIDSOUTH CORPORATION

By: [Signature]

Title: VICE PRESIDENT

**SCHEDULE A**

to

**Memorandum of Lease of Railroad Equipment**

Dated as of December \_\_\_\_, 1991

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 ton, 2,970 cubic foot capacity covered hoppers.	60	SR 25001 - 25060

STATE OF CALIFORNIA       )  
                                      )  
COUNTY OF SAN FRANCISCO )

On this 12<sup>th</sup> day of December, 1991, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President of **HELM PACIFIC CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Karen Staudenmaier  
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



STATE OF NEBRASKA       )  
                                      )  
COUNTY OF DOUGLAS     )

On this \_\_\_\_ day of \_\_\_\_\_, 1991, before me personally appears \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is a \_\_\_\_\_ of **UNION PACIFIC VENTURE LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

STATE OF MISSISSIPPI )

COUNTY OF HINDS )

) S  
)

On this 9th day of December, 1991, before me personally appears Timothy J. Legler, to me personally known, who being by me duly sworn says that he is a VP & CMO of **SOUTHRAIL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna R May  
Notary Public

My Commission Expires: My Commission Expires May 9, 1994

[Notarial Seal]

STATE OF MISSISSIPPI )

COUNTY OF HINDS )

) S  
)

On this 9th day of December, 1991, before me personally appears John A. Scott, to me personally known, who being by me duly sworn says that he is a VP of **MIDSOUTH CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna R May  
Notary Public

My Commission Expires: My Commission Expires May 9, 1992

[Notarial Seal]